

**“CONFIDENTIAL
SUBJECT TO PROTECTIVE ORDER
TO BE VIEWED ONLY BY THE
PUBLIC UTILITIES COMMISSION
OR THE CONSUMER ADVOCATE”**

5. If a Party designates information as confidential, it shall produce the Confidential Information in accordance with the procedures described in paragraphs 11 through 14 below, and concurrently provide that Confidential Information in writing to the Commission and the Consumer Advocate. The Party seeking to designate Confidential Information shall: (1) identify the information's source, character, and location to the extent reasonably practicable, (2) state the basis for the claim of confidentiality, and (3) describe the harm or prejudice to the producing Party from any misuse or unauthorized disclosure of the information. If the Commission or any Party challenges the claim of confidentiality of the information, the Party claiming confidentiality shall bear the burden of proof in supporting its claim of confidentiality, and the Commission will determine whether the information is confidential and whether it should be disclosed under the terms of this protective order. Any challenge to the confidentiality of any information shall be made in accordance with paragraph 24 below.

6. Confidential Information provided to the Commission or a Party, orally or in any other form, shall be protected as fully as Confidential Information provided in written form. A Party shall notify the Commission and the other Parties when information provided orally or in other than written form includes Confidential Information. At the time of such notification, a Party shall, in the manner provided in paragraph 5 above, specify the subject-matter of such Confidential Information, the

basis for the claim of confidentiality, and the harm or prejudice to the producing Party from any misuse or unauthorized disclosure of the information.

FORMS OF CONFIDENTIAL INFORMATION

7. All information claimed to be Confidential Information shall be subject to the terms of this protective order, and shall be treated by all qualified persons (as defined in paragraph 12 below) as constituting Confidential Information. Any notes, summaries, abstracts, or analyses that are prepared by counsel, experts, or other qualified persons, and that contain or reflect any of the underlying Confidential Information, shall also be subject to the terms of this protective order.

DESIGNATION

8. Any Party claiming that information is confidential shall place upon the applicable material the following legend:

“CONFIDENTIAL SUBJECT TO PROTECTIVE ORDER”

Whenever only a portion of a document, transcript, or other material is deemed to contain Confidential Information, the Party shall, to the extent reasonably practicable, limit the claim of confidentiality to only such portion. However, if such limitation is not reasonably practicable, the entire document, transcript, or other material may be designated as Confidential Information.

9. With respect to any Confidential Information that is not under the control of the Party claiming the information is confidential, other persons shall, to the extent requested by that Party, cooperate to ensure that all copies of such Confidential Information bear the legend required in paragraph 8 above.

consultants retained by the Consumer Advocate for purposes of this proceeding);

- d. Subject to paragraph 4 above, the Parties (which shall include their respective officers, employees, counsel (including employees directly employed by such counsel), and any consultants retained by such Party for purposes of this proceeding); and
- e. Any other person approved by the Party asserting the claim of confidentiality.

13. When a qualified person wishes to disclose Confidential Information to a non-qualified person, the qualified person must request permission from the Party claiming confidentiality. The request shall identify the non-qualified person to whom disclosure is desired; disclose any past, present, or anticipated affiliation between the qualified person and the non-qualified person; specify the exact information to be disclosed; and state the reasons for the requested disclosure. If permission is granted by the Party claiming confidentiality, disclosure of the Confidential Information shall be made to such non-qualified person in the same manner as provided for qualified persons in paragraph 14 below.

PROCEDURE FOR OBTAINING ACCESS

14. Prior to disclosing Confidential Information to a qualified person other than the Commission and its staff, the qualified person shall read a copy of this protective order, complete a copy of the protective agreement attached as Exhibit A to this protective order, and sign the completed copy of the protective agreement. A copy of

the executed protective agreement shall be delivered to the Party claiming confidentiality and to the Commission.

USE OF CONFIDENTIAL INFORMATION

15. Any Confidential Information obtained under this protective order shall be used solely in connection with the purposes set forth in Order No. 21525 and HRS Chapter 486H, as amended, and any related administrative and judicial proceedings (at which time this protective order will continue to apply and the information will continue to be treated as confidential pursuant to its terms), and shall not be used for any other purpose, including business, governmental or commercial purposes, or in any other administrative or judicial proceeding except as may be directed by an order of court.

16. [intentionally deleted].

17. [intentionally deleted].

18. Unless otherwise ordered by the Commission, if a Party desires to file written testimony, exhibits or pleadings which contain or reflect the Confidential Information, only the page(s) containing or reflecting such information shall be treated as confidential, and that part of any hearing, if any, at which such information is discussed shall be held in camera, or under other conditions set by the Commission to prevent unnecessary public disclosure of such information. A copy of any confidential page(s), with any such information deleted, shall be filed to be included in the public record, and each such page shall contain the following designation in the upper left hand corner:

**“Confidential Information Deleted Pursuant to
Protective Order No. _____.”**

APPROVED AND SO ORDERED THIS _____, 2005,
at Honolulu, Hawaii.

PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

By _____
Carlito P. Caliboso, Chairman

By _____
Wayne H. Kimura, Commissioner

By _____
Janet E. Kawelo, Commissioner

APPROVED AS TO FORM:

Kevin M. Katsura
Commission Counsel

DANNY BATCHELOR
SENIOR COUNSEL
SHELL OIL COMPANY
P. O. Box 2463
Houston, TX 77252-2463

CLIFFORD K. HIGA, ESQ.
BRUCE NAKAMURA, ESQ.
KOBAYASHI, SUGITA & GODA
First Hawaiian Center
999 Bishop St., Suite 2600
Honolulu, HI 96813

HAWAII PETROLEUM MARKETERS ASSOCIATION
c/o ROBERT W. FUNG, PRESIDENT
P. O. Box 500
Honolulu, HI 96809

KELLY G. LAPORTE, ESQ.
MARC E. ROUSSEAU, ESQ.
CADES SCHUTTE LLP
1000 Bishop St., Suite 1200
Honolulu, Hawaii 96813

Dated: _____, 2005

Karen Higashi
Chief Clerk